

James H.M. Sprayregen, P.C.
Brian E. Schartz, P.C.
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Anup Sathy, P.C.
Stephen C. Hackney, P.C. (admitted *pro hac vice*)
Alexandra Schwarzman (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Counsel to ASSF IV AIV B Holdings III, L.P. and AEIF Trade, LLC

Steven M. Abramowitz
Marisa Antos-Fallon
VINSON & ELKINS LLP
666 Fifth Avenue, 26th Floor
New York, New York 10103-0040
Telephone: (212) 237-0000
Facsimile: (212) 237-0100

Counsel to SPTIF Parent, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

EMPIRE GENERATING CO, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-23007 (RDD)

(Jointly Administered)

SUPPLEMENT TO MOTION FOR STAY PENDING APPEAL

¹ Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number are: Empire Generating Co, LLC [3821], Empire Gen Holdco, LLC [3820], Empire Gen Holdings, LLC [4849], and TTK Empire Power, LLC [none]. The Debtors' corporate address is: Empire Generating Co, LLC, c/o Tyr Energy, LLC, 7500 College Blvd., Suite 400, Overland Park, Kansas 66210.

On October 16, 2019, Appellants moved the Court to stay the Sale Order and the Confirmation Order pending appeal. Dkt.338. Appellants hereby supplement that Motion with information regarding recent activity relevant to the Motion. Specifically, on October 24, 2019, Ankura Trust Company provided notice of its resignation as Collateral Agent and Administrative Agent under the Credit Agreement, Intercreditor Agreement, and other associated documents. *See* Ex. 1. As this Court is aware, and as Appellants explained in their Motion, the Collateral Agent is the entity tasked with carrying out the credit bid that is at the center of Debtors' improper reorganization. That Ankura has abruptly resigned raises red flags about the efforts of Debtors and Black Diamond to push through the sale and consummation of the Plan, and it confirms that a stay is warranted to permit fulsome appellate review before those events take place.

Dated: October 28, 2019
New York, New York

/s/ Brian E. Schartz, P.C.
Brian E. Schartz, P.C.
James H.M. Sprayregen, P.C.
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
bshartz@kirkland.com
jsprayregen@kirkland.com

- and -

Anup Sathy, P.C.
Stephen C. Hackney, P.C. (*admitted pro hac vice*)
Alexandra Schwarzman (*admitted pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
asathy@kirkland.com
shackney@kirkland.com
alexandra.schwarzman@kirkland.com

*Counsel to ASSF IV AIV B Holdings III, L.P. and AEIF
Trade, LLC*

- and -

Steven M. Abramowitz
Marisa Antos-Fallon
VINSON & ELKINS LLP
666 Fifth Avenue, 26th Floor
New York, NY 10103-0040
Telephone: (212) 237-0000
Facsimile: (212) 237-0100
sabramowitz@velaw.com
mantos-fallon@velaw.com

Counsel to SPTIF Parent, LLC

CERTIFICATE OF COMPLIANCE

1. This document complies with the type-volume limit of Fed. R. Bank. P. 8013(f)(3)(A), because, excluding the parts of the document exempted by Fed. R. Bank. P. 8015(g), this document contains 144 words.

2. This document complies with the typeface requirements of Fed. R. Bankr. P. 8015(a)(5) and the type-style requirements of Fed. R. Bankr. P. 8015(a)(6) because this document has been prepared in a proportionally spaced typeface using Microsoft Word 2016 in size 12 Times New Roman.

/s/ Brian Schartz
Brian E. Schartz, P.C.

October 28, 2019

CERTIFICATE OF SERVICE

I certify that on October 28, 2019, I electronically filed the foregoing Supplement to Motion to Stay Pending Appeal with the Clerk's Office of the United States Bankruptcy Court for the Southern District of New York. I certify that all participants in this case are registered CM/ECF users and that service will be accomplished by the Court's CM/ECF System.

/s/ Brian Schartz

Brian E. Schartz, P.C.

October 28, 2019